

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812**

**Certificate of Conversion from a
Delaware or Non-Delaware Limited Partnership
to a Delaware Limited Liability Partnership**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware or Non-Delaware Limited Partnership to a Delaware Limited Liability Partnership. The fee to file the Certificate of Conversion is \$200.00. Also, enclosed please find forms for Statement of Partnership Existence and Statement of Qualification that are both required to be filed simultaneously with the Certificate of Conversion. The fee for filing the Statement of Partnership Existence is \$200 and the fee for filing the Statement of Qualification is \$200 per partner. Please submit the filings with 1 cover sheet for the Conversion and Statement of Partnership Existence and another cover sheet with the Statement of Qualification. You will receive a stamped “filed” copy of your document. If you would like a certified copy it will be an additional \$150.00. (\$50.00 for the Conversion, \$50.00 for the Statement of Partnership Existence and \$50 for the Statement of Qualification) Expedited services are available please contact our office concerning these fees. Delaware entities converting to any other non-Delaware or domestic entity must also pay all applicable taxes. Please contact our Franchise Tax Department for assistance. Please make any check payable to “Delaware Secretary of State”.

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. For your convenience a cover sheet is available at the following link. <http://corp.delaware.gov/filingmemo.pdf>. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Division of Corporations
Department of State

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED PARTNERSHIP TO A
LIMITED LIABILITY PARTNERSHIP PURSUANT TO
SECTION 15-901 OF THE DELAWARE
PARTNERSHIP ACT

- 1.) The jurisdiction where the Limited Partnership first formed is _____.
- 2.) The jurisdiction immediately prior to filing this Certificate is_____.
- 3.) The date the Limited Partnership first formed is_____.
- 4.) The name of the Limited Partnership immediately prior to filing this Certificate is_____.
- 5.) The name of the Limited Liability Partnership as set forth in the Statement of Partnership Existence is_____.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the _____ day of _____, A.D._____.

By:_____

Authorized Person or Partner

Name:_____

Print or Type

**STATE OF DELAWARE
STATEMENT OF
PARTNERSHIP EXISTENCE**

1. The name of the partnership is _____
_____.

2. The address of its registered agent in the State of Delaware is

in the City of _____
Zip Code_____.

The name of the registered agent is _____
_____.

IN WITNESS WHEREOF, the undersigned has executed this Statement of Partnership Existence this _____ day of _____, _____A.D.

Authorized Partner(s)

Print or Type Name(s)

STATE OF DELAWARE
STATEMENT OF QUALIFICATION

1. The name of the limited liability partnership is _____
_____.
2. The address of its registered office in the State of Delaware is

in the City of _____
Zip Code_____.

The name and address of the registered agent is_____
_____.
3. The number of partners of the limited liability partnership is _____.
4. The partnership elects to be a limited liability partnership.
5. The effective date of this Statement of Qualification is_____.

IN WITNESS WHEREOF, the undersigned have executed this Statement of Qualification this _____ day of _____, _____A.D.

By:_____
Authorized Person or Partner

Name:_____
Type or Print